

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

)
) **Chapter 11**
)
) **Case No. 18-23538 (RDD)**
)
) **(Jointly Administered)**
)

**ORDER GRANTING MOTION OF CERTAIN UTILITY COMPANIES
TO DETERMINE ADEQUATE ASSURANCE OF PAYMENT PURSUANT
TO SECTION 366(c) OF THE BANKRUPTCY CODE**

UPON CONSIDERATION of the *Motion of Certain Utility Companies To Determine Adequate Assurance of Payment Pursuant To Section 366(c)(3) of the Bankruptcy Code* (the “Motion”) filed on behalf of Appalachian Power Company, Indiana Michigan Power Company, Kentucky Power Company, Kingsport Power Company, Ohio Power Company, Public Service Company of Oklahoma and Southwestern Electric Power Company (collectively, “AEP”), Arizona Public Service Company, Baltimore Gas and Electric Company, Commonwealth Edison Company, PECO Energy Company, The Potomac Electric Power Company, Delmarva Power & Light Company, Atlantic City Electric Company, City of Ocala, Florida, Consolidated Edison Company of New York, Inc., Orange & Rockland Utilities, Virginia Electric and Power Company d/b/a Dominion Energy Virginia, The Dominion East Ohio Gas Company d/b/a Dominion East Ohio, Connecticut Light & Power Company, Public Service Company of New Hampshire, Yankee Gas Services Company, NStar Electric Company, Eastern Massachusetts, NStar Electric Company, Western Massachusetts, West Penn Power Company, Monongahela Power Company, Potomac Edison Company, Toledo Edison Company, Metropolitan Edison Company, Jersey Central Power & Light Company, Pennsylvania Electric Company, The

Cleveland Electric Illuminating Company, Ohio Edison Company, Pennsylvania Power Company, Florida Power & Light Company, Georgia Power Company, Boston Gas Company, Colonial Gas Company, KeySpan Energy Delivery Long Island, KeySpan Energy Delivery New York, Massachusetts Electric Company, Narragansett Electric Company, Niagara Mohawk Power Corporation, New York State Electric and Gas Corporation, Rochester Gas & Electric Corporation, Salt River Project, San Diego Gas and Electric Company, Southern California Gas Company, Sacramento Municipal Utility District, Southern California Edison Company, Tucson Electric Power Company, UNS Electric, Inc., UNS Gas, Inc. and Public Service Electric and Gas Company (collectively, the “Utilities”), and it appearing that the Court has jurisdiction to consider the Motion; and it appearing that due notice of the Motion thereto has been given and that no further notice need be given; and a hearing on the Motion thereto having been held on January 18, 2019, at which time all interested parties were given an opportunity to be heard; and based upon the Motion and the proceedings before the Court; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED in all respects.
2. The Debtors are required to promptly provide the Utilities with the adequate assurance of payment set forth in paragraphs 14, 15 and 16 of the Motion.

Dated: _____, 2019

UNITED STATES BANKRUPTCY JUDGE